
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai Gench Education Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SHANGHAI GENCH EDUCATION GROUP LIMITED

上海建橋教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1525)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE EXISTING
ARTICLES OF ASSOCIATION,
ADOPTION OF THE THIRD AMENDED AND
RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Shanghai Gench Education Group Limited to be held at N510, Library Building, Shanghai Jian Qiao University, No. 1111, Huchenghuan Road, Pudong New Area, Shanghai, China on Thursday, 30 May 2024 at 1:30 p.m. is set out on pages 26 to 32 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 1:30 p.m. on Tuesday, 28 May 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

25 April 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I — Details of the Directors Proposed to be Re-elected at the Annual General Meeting	9
Appendix II — Explanatory Statement on Repurchase Mandate	17
Appendix III — Proposed Amendments to the Existing Articles	20
Notice of Annual General Meeting	26

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at N510, Library Building, Shanghai Jian Qiao University, No. 1111, Huchenghuan Road, Pudong New Area, Shanghai, China on Thursday, 30 May 2024 at 1:30 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company and as amended, supplemented or otherwise modified from time to time
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, China)
“Companies Act”	the Companies Act, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Shanghai Gench Education Group Limited 上海建橋教育集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 8 May 2018 and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of our Company
“Existing Articles”	the amended and restated articles of association of our Company in full force and effect as of the date hereof
“Extension Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by the addition of an amount representing the total number of Shares repurchased by our Company pursuant to the Repurchase Mandate
“Group”	our Company, its subsidiaries and affiliated entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Jian Qiao Group”	Shanghai Jian Qiao (Group) Limited* (上海建橋(集團)有限公司), a limited liability company established under the laws of the PRC on 7 November 2000, which is owned by the Registered Shareholders. It is an affiliated entity of our Company
“Jian Qiao Investment”	Shanghai Jian Qiao Investment and Development Limited* (上海建橋投資發展有限公司), a limited liability company established under the laws of the PRC on 3 August 1999, which is wholly-owned by Jian Qiao Group. It is an affiliated entity of our Company
“Jian Qiao University Company”	Shanghai Jian Qiao University Co., Ltd.* (上海建橋學院有限責任公司), a limited liability company established under the laws of the PRC on 28 September 2020, of which the equity interest is owned as to 90% by Jian Qiao Group and as to 10% by Jian Qiao Investment. It is an affiliated entity of our Company
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Nomination Committee”	nomination committee of our Company
“Proposed Amendments”	proposed amendments to the Existing Articles as set out in Appendix III to this circular
“Registered Shareholders”	shareholders of Jian Qiao Group, namely, Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan, Mr. Zhao Donghui, Mr. Shi Yinjie, Mr. Jin Yinkuan, Mr. Chen Shengfang, Mr. Chen Zhiyong, Mr. Zhou Tianming, Mr. Bao Jianmin, Mr. Wang Hualin, Mr. Wang Chengguang, Mr. Chen Minghai, Mr. Chen Shengcai, Ms. Huang Chunlan and Mr. Zheng Juxing
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of China

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Jian Qiao University”	a university in the PRC operated as a private non-enterprise unit under the name of “Shanghai Jian Qiao University” (上海建橋學院) from 28 June 2000 to 9 August 2021 and as a limited liability company under the name of “Shanghai Jian Qiao University Co., Ltd.”* (上海建橋學院有限責任公司) since 10 August 2021, with the short name of “Shanghai Jian Qiao University” (上海建橋學院) in the relevant private school operating permit
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong, as amended or supplemented from time to time
“Third Amended and Restated Articles”	the third amended and restated articles of association of the Company with the Proposed Amendments to be adopted by the Shareholders at the Annual General Meeting
“University” or “our University”	Shanghai Jian Qiao University or Jian Qiao University Company (as the case may be)
“%”	per cent

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “*” and the Chinese translation of company or entity names in English which are marked with “*” is for identification purpose only.

SHANGHAI GENCH EDUCATION GROUP LIMITED

上海建橋教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1525)

Executive Directors:

Mr. Zhao Donghui

Mr. Ding Zheyin

Non-executive Directors:

Mr. Du Jusheng

Mr. Ye Qionghai

Ms. Zhao Jiaqiao

Independent Non-executive Directors:

Mr. Chen Baizhu

Mr. Hu Rongen

Ms. Liu Tao

Registered Office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

25 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE EXISTING
ARTICLES OF ASSOCIATION,
ADOPTION OF THE THIRD AMENDED AND
RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the re-election of Directors; (ii) the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (iii) Proposed Amendments to the Existing Articles and the proposed adoption of the Third Amended and Restated Articles.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of our Company and shall then be eligible for re-election. Accordingly, Mr. Ding Zheyin, Mr. Ye Qionghai, and Ms. Zhao Jiaqiao shall hold office till the AGM and, being eligible, will offer themselves for re-election at the AGM.

In accordance with articles 84(1) and 84(2) of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting and shall then be eligible for re-election, and any Director appointed by the Board pursuant to article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Hu Rongen and Ms. Liu Tao shall retire by rotation, and being eligible, have offered themselves for re-election at the AGM.

At the AGM, the re-election of the retiring Directors will be voted on individually by a separate resolution as set out in the notice convening the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES

Pursuant to the resolutions of the then Shareholders passed on 8 June 2023, the Directors were granted by the then Shareholders a general unconditional mandate to issue and repurchase Shares.

The above general mandates will continue in force until the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

Under the Issue Mandate, the Directors will be granted by the Shareholders a general unconditional mandate to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate. As at the Latest Practicable Date, the number of issued Shares of the Company was 415,000,000 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant the Directors an authority to issue up to 83,000,000 Shares.

Under the Repurchase Mandate, the Directors will be granted by the Shareholders a general unconditional mandate to repurchase Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate. As at the Latest Practicable Date, the number of issued Shares of the Company was 415,000,000 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Repurchase Mandate will grant to the Directors an authority to repurchase up to 41,500,000 Shares.

LETTER FROM THE BOARD

Under the Extension Mandate, the Directors will be granted by the Shareholders a general unconditional mandate to extend the Issue Mandate by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 26 to 32 of this circular for details of the proposed Issue Mandate, Repurchase Mandate and Extension Mandate.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION, PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 24 April 2024. As set out in the said announcement, the Board proposes to amend the Existing Articles for the purposes of, among other things:

- (i) providing the Board with the power to declare dividends out of share premium; and
- (ii) bring the Existing Articles in line with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to Listing Rules which took effect from 31 December 2023.

Details of the Proposed Amendments are set out in Appendix III to this circular. It is proposed to adopt the Third Amended and Restated Articles to consolidate the Proposed Amendments. The Proposed Amendments and the adoption of the Third Amended and Restated Articles will be put forward to the Shareholders for consideration and approval by way of special resolutions at the AGM, and the Third Amended and Restated Articles will become effective upon the approval by the Shareholders at the AGM.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 26 to 32 of this circular is a notice convening the AGM.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 1:30 p.m. on Tuesday, 28 May 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board considers that the ordinary resolutions and the special resolutions as set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be qualified for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration, not later than 4:30 p.m. on Friday, 24 May 2024.

LETTER FROM THE BOARD

For the purpose of determining the entitlement of the Shareholders to receive the proposed final dividend for the year ended 31 December 2023, the register of members of the Company will be closed on Thursday, 6 June 2024, during which period no transfer of Shares will be registered. The record date for entitlement to the proposed final dividend is Thursday, 6 June 2024. In order to be qualified for the entitlement to receive the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration, not later than 4:30 p.m. on Wednesday, 5 June 2024. The payment date of the proposed final dividend is expected to be on or around Tuesday, 18 June 2024.

DIVIDEND

The Board has resolved to recommend a final dividend of HK\$0.10 (equivalent to approximately RMB0.09) per Share for the year ended 31 December 2023, subject to approval by the Shareholders in the AGM. The proposed final dividend for the year ended 31 December 2023 is intended to be paid out of the share premium account of the Company and thus is subject to the approval of Shareholders.

GENERAL

Your attention is also drawn to the appendices to this circular.

Your faithfully,
By order of the Board
Shanghai Gench Education Group Limited
Zhao Donghui
Chairman

The following set out the details of the Directors being eligible for re-election at the AGM pursuant to articles 83(3), 84(1) and 84(2) of the Articles.

1. Mr. Ding Zheyin

Mr. Ding Zheyin (丁哲寅), aged 38, joined the Group as the financial controller on 2 March 2023 and was appointed as an executive Director of our Company on 27 December 2023. He is responsible for financial strategic planning and financial management of our Group. He graduated with a Bachelor of Arts degree (English) from Northeastern University (東北大學) in 2008 and obtained his Master of Applied Commerce (accounting) from the University of Melbourne in 2010. Mr. Ding has been a member of the Chinese Institute of Certified Public Accountants since 2016.

The following table shows the key work experience of Mr. Ding:

Period	Company	Position
October 2010 to July 2016	PwC Business Consulting (Shanghai) Co., Limited Xiamen Branch* (普華永道商務諮詢(上海) 有限公司廈門分公司)	auditor/senior auditor/ manager
August 2016 to July 2019	PricewaterhouseCoopers Zhong Tian LLP* (普華永道中天會計師事 務所(特殊普通合夥))	manager/senior manager
August 2019 to June 2021	PricewaterhouseCoopers Zhong Tian LLP Xiamen Branch* (普華永道中天會 計師事務所(特殊普通合 夥)廈門分所)	senior manager
June 2021 to February 2023	Ping An Insurance (Group) Company of China, Ltd.* (中國平安保險(集團)股份 有限公司), a listed company on the Stock Exchange (stock code: 02318)	financial manager
March 2023 to present	our Company	financial controller
December 2023 to present	our Company	executive Director

Save as disclosed above, as at the Latest Practicable Date, Mr. Ding does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. Mr. Ding (i) does not hold any position with the Company nor other members of the Group; and (ii) does not have, and is not deemed to have, any interests and short positions in the Shares or underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of SFO.

Mr. Ding has entered into a service contract with the Company on 27 December 2023 for an initial fixed term of three years, which will be automatically renewed for a term of three years upon expiry of the service contract and may be terminated in accordance with the termination provisions of the contract and is subject to termination provisions and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Mr. Ding is entitled to a remuneration of RMB700,000 per annum, which is determined by reference to, among other things, his duties and responsibilities with the Company.

2. Mr. Ye Qionghai

Mr. Ye Qionghai (葉瓊海), aged 49, joined the Group as a non-executive Director on 27 December 2023. He is responsible for providing opinion and judgement to the Board. He graduated as an undergraduate in Finance from Xidian University (西安電子科技大學) in 2018.

The following table shows the key work experience of Mr. Ye:

Period	Company	Position
January 1998 to present	Wenzhou Dongtou Real Estate Development Co., Limited* (溫州市洞頭房地產開發有限公司)	partner
January 2007 to present	Taizhou Yongzhen Real Estate Co., Limited* (台州永臻房地產有限公司)	chairman and partner
August 2014 to present	Shanghai Shanggu Asset Management Co., Limited* (上海商谷資產管理有限公司)	chairman
December 2023 to present	our Company	non-executive Director

Save as disclosed above, as at the Latest Practicable Date, Mr. Ye does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, Mr. Ye holds 4,728,000 Shares. Save as disclosed above, Mr. Ye (i) does not hold any position with the Company nor other members of the Group; and (ii) does not have, and is not deemed to have, any interests and short positions in the Shares or underlying Shares or debentures of the Company within the meaning of Part XV of SFO.

As at the Latest Practicable Date, Mr. Ye is subject to an unsatisfied court order ((2023) Ji 01 Zhi No. 2015) in relation to an enforcement amount of RMB120 million against him for being a joint owner of a mortgaged property with a mortgage amount of RMB120 million used to secure a loan in which the borrower defaulted under the judgment ((2018) Ji Minchu No. 87). The auction process in relation to the mortgaged property has not begun under the aforesaid judgment because the legal representative of the borrower is subject to another unsatisfied judgement. Based on information currently available to the Company, it is currently assessed that the above court order against Mr. Ye will not have material adverse effect on his involvement in the Company. The Company will make further announcement to inform the shareholders and potential investors of the development, if any, of the final judgement or court order.

Mr. Ye Qionghai has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 27 December 2023, which will be automatically renewed for a term of one year upon expiry of the letter and may be terminated in accordance with the termination provisions of the letter of appointment and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the letter of appointment, Mr. Ye Qionghai is entitled to a director's emolument of HK\$240,000 per annum, which is determined by reference to, among other things, his duties and responsibilities with the Company.

3. Ms. Zhao Jiaqiao

Ms. Zhao Jiaqiao (趙佳俏), aged 28, joined the Group as a non-executive Director on 27 December 2023. She is responsible for providing opinion and judgement to the Board. She graduated with a Bachelor of Science degree (Management Science) from University College London in 2018 and obtained her Master of Science (Project and Enterprise Management) from the University College London in 2020.

The following table shows the key work experience of Ms. Zhao:

Period	Company	Position
January 2021 to September 2021	Shanghai Changjiu Real Estate Development Co., Limited* (上海長九房地產開發有限公司)	investment manager
October 2021 to present	Changjiu Industry Group Co. Limited* (長九實業集團有限公司)	deputy general manager
December 2023 to present	our Company	non-executive Director

Ms. Zhao is the daughter of Mr. Zhao Donghui, an executive Director of the Company. Save as disclosed above, at the Latest Practicable Date, she does not have any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. Ms. Zhao (i) does not hold any position with the Company nor other members of the Group; and (ii) does not have, and is not deemed to have, any interests and short positions in the Shares or underlying Shares or debentures of the Company within the meaning of Part XV of SFO.

Ms. Zhao Jiaqiao has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 27 December 2023, which will be automatically renewed for a term of one year upon expiry of the letter and may be terminated in accordance with the termination provisions of the letter of appointment and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the letter of appointment, Ms. Zhao Jiaqiao is entitled to a director's emolument of HK\$240,000 per annum, which is determined by reference to, among other things, her duties and responsibilities with the Company.

4. Mr. Hu Rongen

Mr. Hu Rongen (胡戎恩), aged 54, was appointed as an independent non-executive Director of our Company on 20 December 2018.

The following table shows the key work experience of Mr. Hu:

Period	Company	Position
July 2001 to September 2007	Shanghai University of Political Science and Law (上海政法學院)	deputy director of marketing department
October 2007 to September 2008	Doctor service group in western district* (西部博士 服務團)/Prefectural Administrative Office in Tongren District* (銅仁地區行政公署)	specialist assistant (專員助理)
October 2009 to May 2015	Shanghai University of Political Science and Law (上海政法學院)	director of training department
June 2015 to present	Shanghai University of Political Science and Law (上海政法學院)	dean of the faculty of financial law
December 2018 to present	our Company	independent non-executive Director

Save as disclosed above, Mr. Hu did not hold directorship in other listed companies during the last three years.

Mr. Hu was accredited as one of Top 10 Outstanding Youths* (十大傑出青年) in Shanghai Judicial Administration System* (上海司法行政系統) by Political Department of Shanghai Bureau of Justice* (上海司法局政治部) in April 2009.

Mr. Hu graduated from National Court Cadre Amateur Law University* (全國法院幹部業餘法律大學), currently known as National Judges College (國家法官學院), in Beijing, the PRC in September 1988. He also graduated as an undergraduate in law in July 1996 and with a master's degree in law in July 2000, and a doctoral degree in law in July 2006 from Peking University (北京大學) in Beijing, the PRC.

5. Ms. Liu Tao

Ms. Liu Tao (劉濤), aged 59, was appointed as an independent non-executive Director of our Company on 20 December 2018.

The following table shows the key work experience of Ms. Liu:

Period	Company	Position
August 2001 to present	Shanghai Jiao Tong University (上海交通大學)	associate professor of Antai College of Economics & Management
September 2015 to present	Glorious Property Holdings Ltd. (恆盛地產控股有限公司), a company whose shares are listed on the Stock Exchange (stock code: 00845)	independent non-executive director
May 2016 to May 2022	Shanghai SafBon Water Service (Holding) Inc. (上海巴安水務股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 300262)	independent director
June 2017 to July 2019	Shanghai No. 1 Pharmacy Co., Ltd. (上海第一醫藥股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600833)	independent director
August 2017 to December 2019	Zhe Jiang Songyuan Automotive Safety Systems. Co., Ltd. (浙江松原汽車安全系統股份有限公司), a company primarily engaged in developing and manufacturing automobile safety belts	independent non-executive director

Period	Company	Position
February 2018 to present	Changjiang Investment Industrial Co., Ltd.* (長江投資實業股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600119)	independent director
May 2018 to November 2020	Shanghai Jielong Industry Group Co., Ltd. (上海界龍實業集團股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600836)	independent director
December 2018 to present	our Company	independent non-executive Director
February 2022 to present	Westingarea Smart Supply Chain (Shanghai) Co., Ltd.* (西域智慧供應鏈(上海)股份公司), a company operating an e-commerce platform	independent director
April 2023 to present	MedSci Healthcare Holdings Limited (梅斯健康控股有限公司), a company whose shares are listed on the Stock Exchange (stock code: 02415)	independent non-executive director

Save as disclosed above, Ms. Liu did not hold directorship in other listed companies during the last three years.

Ms. Liu has received several recognitions and awards related to teaching. From 2006 to 2018, Ms. Liu was awarded the Teaching Excellence Award of Antai College of Economics & Management* (安泰經管學院教學優秀獎), the Most Welcomed MBA Teacher of Antai College of Economics & Management* (安泰經管學院年度最受MBA學生歡迎教師獎) and Nomination Award of Teaching and Education Award of Shanghai Jiao Tong University* (上海交通大學教書育人獎提名獎).

Ms. Liu graduated from Shaanxi Institute of Finance* (陝西財經學院), currently known as School of Economics and Finance of Xi'an Jiaotong University (西安交通大學經濟與金融學院), in Shaanxi Province, the PRC with a bachelor's degree in economics (經濟學) in July 1986, and a master's degree in economics in July 1989.

6. General

- (i) The emoluments of the Directors are determined with reference to the Directors' duties and responsibilities, the individual Director's overall performance, the Company's performance, as well as the prevailing market conditions.
- (ii) Save for the information set out in this appendix, there are no other matters that need to be brought to the attention of the Shareholders in respect of re-election of the Directors and there is no other information relating to the above-mentioned Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purpose only*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of total issued Shares was 415,000,000 Shares of nominal value of HK\$0.01 each which have been fully paid. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 41,500,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution for granting the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous 12 months up to the Latest Practicable Date were as follow:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	4.09	3.81
May	4.00	3.61
June	3.77	3.27
July	3.79	3.20
August	4.06	3.20
September	4.09	3.60
October	4.36	3.75
November	4.31	3.64
December	4.03	3.70
2024		
January	3.98	3.00
February	3.61	3.22
March	3.54	3.14
April (up to the Latest Practicable Date)	3.52	3.15

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the minimum public float requirement under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

11. UNUSUAL FEATURES

The Company confirms that there is nothing unusual about this appendix of explanatory statement and the proposed Repurchase Mandate.

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Third Amended and Restated Articles. If the serial numbering of the clauses of the Existing Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Existing Articles as so amended shall be changed accordingly, including cross-references.

Note: The Third Amended and Restated Articles is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

The Proposed Amendments are as follows:

1. providing the Board with the power to declare dividends out of share premium; and

No.	Existing Articles	Amended Articles
1.	<p>Article 134</p> <p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act.</p>	<p>Article 134</p> <p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act.</p> <p><u>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed or from the Company's share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act.</u></p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

No.	Existing Articles	Amended Articles
2.	<p>Article 136</p> <p>The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.</p>	<p>Article 136</p> <p>The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.</p> <p><u>The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company or from the Company’s share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act, and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.</u></p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

2. bring the Existing Articles in line with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to Listing Rules which took effect from 31 December 2023.

No.	Existing Articles	Amended Articles
1.	<p>Article 149</p> <p>Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures..</p>	<p>Article 149</p> <p>Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

No.	Existing Articles	Amended Articles
2.	<p>Article 150</p> <p>Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.</p>	<p>Article 150</p> <p>Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.</p>
3.	<p>Article 151</p> <p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>	<p>Article 151</p> <p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication); and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

No.	Existing Articles	Amended Articles
4.	<p>Article 158</p> <p>(1)(e)</p> <p>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p> <p>(1)(f)</p> <p>by publishing it on the Company’s website or the website of the Designated Stock Exchange, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations (including the Listing Rules) from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website or the website of the Designated Stock Exchange (a “notice of availability”); or</p> <p>(2)</p> <p>The notice of availability may be given by any of the means set out above other than by posting it on a website.</p>	<p>Article 158</p> <p>(1)(e)</p> <p>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (<u>including implied</u> or deemed consent) from such person;</p> <p>(1)(f)</p> <p>by publishing it on the Company’s website or the website of the Designated Stock Exchange, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations (including the Listing Rules) from time to time in force with regard to any requirements for the obtaining of consent (<u>including implied</u> or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website or the website of the Designated Stock Exchange (a “notice of availability”); or</p> <p>(2)</p> <p>The notice of availability may be given by any of the means set out above other than by posting it on a website.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

No.	Existing Articles	Amended Articles
5.	<p>Article 159(c)</p> <p>if published on the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website or the website of the Designated Stock Exchange to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</p>	<p>Article 159(c)</p> <p>if published on the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website or the website of the Designated Stock Exchange to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</p> <p><u>if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p>

NOTICE OF ANNUAL GENERAL MEETING

SHANGHAI GENCH EDUCATION GROUP LIMITED

上海建橋教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1525)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “AGM”) of Shanghai Gench Education Group Limited (the “Company”) will be held at N510, Library Building, Shanghai Jian Qiao University, No. 1111, Huchenghuan Road, Pudong New Area, Shanghai, China on Thursday, 30 May 2024 at 1:30 p.m. to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements, the reports of the directors and the independent auditor for the year ended 31 December 2023.
2. Each as a separate resolution:
 - i) To re-elect Mr. Ding Zheyin as a director (the “Director”) of the Company.
 - ii) To re-elect Mr. Ye Qionghai as a Director.
 - iii) To re-elect Ms. Zhao Jiaqiao as a Director.
 - iv) To re-elect Mr. Hu Rongen as a Director.
 - v) To re-elect Ms. Liu Tao as a Director.
 - vi) To authorize the board (the “Board”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix its remuneration.
4. To declare a final dividend of HK\$0.10 per ordinary share of the Company for the year ended 31 December 2023 paid out of the share premium account of the Company.

NOTICE OF ANNUAL GENERAL MEETING

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) any adjustment of rights to subscribe for Shares under options and warrants or a special authority granted by the shareholders of the Company (the “Shareholders”, each a “Shareholder”); (iv) the exercise of any subscription rights which maybe granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles”), shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing this resolution), and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing this resolution), and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

- 7. **“THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing this resolution).”

SPECIAL RESOLUTIONS

- 8. **“THAT** the existing articles of association of the Company (the “Articles”) be and are hereby amended as follows:
 - (a) Article 134 be amended by deleting it in its entirety and replacing it with the following:

“134. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed or from the Company’s share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act.”

NOTICE OF ANNUAL GENERAL MEETING

- (b) Article 136 be amended by deleting it in its entirety and replacing it with the following:
- “136. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company or from the Company’s share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act, and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.”
- (c) Article 149 be amended by deleting the word “printed” after the words “Subject to Article 150, a”.
- (d) Article 150 be amended by deleting the word “printed” after the words “a complete”.
- (e) Article 151 be amended by deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents”.
- (f) Article 158(1)(e) be amended by inserting the words “including implied” before the words “or deemed consent” in the parenthesis.
- (g) Article 158(1)(f) be amended by:
- (i) inserting the words “including implied” before the words “or deemed consent” in the parentheses; and
 - (ii) deleting the words “and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website or the website of the Designated Stock Exchange (a “notice of availability”)”.
- (h) Article 158(2) be deleted in its entirety and Article 158(3) to Article 158(6) be re-numbered accordingly as Article 158(2) to Article 158(5).

NOTICE OF ANNUAL GENERAL MEETING

- (i) Article 159(c) be deleted in its entirety and replaced with the following:

“(c) if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”.

9. “**THAT** the third amended and restated articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments set out in resolution numbered 8, be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the meeting and that any one of the directors or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the third amended and restated articles of association of the Company.”

By order of the Board
Shanghai Gench Education Group Limited
Zhao Donghui
Chairman

Hong Kong, 25 April 2024

Notes:

1. For the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be qualified for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration, not later than 4:30 p.m. on Friday, 24 May 2024.
2. For the purpose of determining the entitlement of the Shareholders to receive the proposed final dividend for the year ended 31 December 2023, the register of members of the Company will be closed on Thursday, 6 June 2024, during which period no transfer of Shares will be registered. The record date for entitlement to the proposed final dividend is Thursday, 6 June 2024. In order to be qualified for the entitlement to receive the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong

NOTICE OF ANNUAL GENERAL MEETING

Kong for registration, not later than 4:30 p.m. on Wednesday, 5 June 2024. The payment date of the proposed final dividend is expected to be on or around Tuesday, 18 June 2024.

3. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more Shares, more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
4. In the case of joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.
5. In order to be valid, the signed and completed form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 1:30 p.m. on Tuesday, 28 May 2024) or any adjournment thereof. If a form of proxy is signed by an attorney of a Shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's branch share registrar in Hong Kong together with the form of proxy.

As at the date of this notice, our executive Directors are Mr. Zhao Donghui and Mr. Ding Zheyin, our non-executive Directors are Mr. Du Jusheng, Mr. Ye Qionghai and Ms. Zhao Jiaqiao, and our independent non-executive Directors are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.